

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SEPRACOR INC.
DERIVATIVE LITIGATION

This Document Relates To:

ALL ACTIONS

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) Master File No. 06-CA-11759 RGS
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STIPULATION OF DISMISSAL WITH PREJUDICE

WHEREAS, as reported to the Court on November 12, 2007 in the parties' Joint Status Report, the parties have reached a settlement providing for the dismissal of this action as part of a Court-approved settlement of related derivative litigation brought by the shareholders of Sepracor Inc. ("Sepracor" or "the Company") in the Massachusetts Superior Court in an action entitled In Re: Sepracor Inc. Derivative Litigation, Civil Action No. 06-04057-BLS (the "State Action");

WHEREAS, on January 4, 2008, pursuant to Massachusetts Rule of Civil Procedure 23.1, the Massachusetts Superior Court entered a final Order approving the settlement in the State Action;

THEREFORE, pursuant to Federal Rule of Civil Procedure 41(a)(1)(ii), Plaintiffs hereby dismiss the above-captioned consolidated derivative shareholder action with prejudice. Except as provided in the settlement, each party shall bear its own costs and expenses.

Respectfully submitted,

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Dated: January 14, 2008

CERTIFICATE OF SERVICE

I, Dyane L. Noonan, hereby certify that the forgoing Stipulation of Dismissal With Prejudice, filed through the Court's Electronic Filing System on January 14, 2008, will be served electronically on counsel listed on the Court's Notice of Electronic Filing. I further certify that a paper copy will be delivered by hand to local liaison counsel for the Plaintiffs.

/s/ Dyane L. Noonan